

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588



VIA UPS 2<sup>nd</sup> DAY AIR

June 22, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

RECORDATION NO.

25174-E  
FILED

JUN 24 '05

4-02 PM

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated January 3, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25174. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Galamba Metals Group, LLC  
3005 Manchester Trfwy  
Kansas City, MO 64129

A description of the railroad equipment covered by the enclosed document is thirty-six (36) 51'6" and 52'6" Gondola cars, marked GROX and NDYX (see Exhibit A for car numbers.).

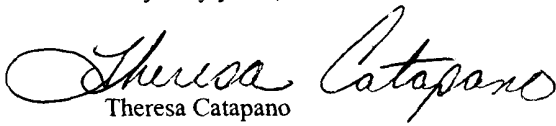
A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

  
Theresa Catapano  
Manager of Documentation

Enclosures

(GAME005)

JUN 24 '05

4-02 PM

ASSGN. NO.: GAME005

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD 3rd

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of January, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Galamba Metals Group, LLC ("Lessee"), a Missouri limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 2, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of FEBRUARY 10, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & MarketingBy: Theresa CatapanoName: THERESA CATAPANOTitle: MGR. OF DOCUMENTATION Executed on this 3rd day of JANUARY, 2005

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

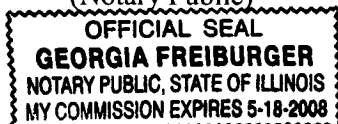
WITNESS my hand and official stamp or seal, this 3rd day of January, 2005.

G. G. J.  
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

GALAMBA METALS GROUP, LLC

ATTEST:

By: [Signature]  
Name: ED HEENE  
Title: CFO

By: [Signature]  
Name: Raynard Brown  
Title: LLC Manager

Executed on this 20th day of Dec., 2004.

[CORPORATE SEAL]

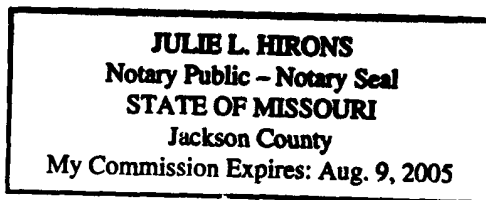
STATE OF Missouri  
COUNTY OF Jackson

I, Julie L. Hiron, a Notary Public of the County and State  
aforesaid, certify that Raynard J. Brown personally appeared before me  
this day and acknowledged his ~~her~~ due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of December, 2004.

[Signature]  
Notary Public

Commission Expires:  
8-9-2005  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Thirty-six (36)

DESCRIPTION OF CARS:    51'6" and 52'6" Gondola cars with 4'6" sides and GRL of 263,000 lbs.

CAR NUMBERS:

GROX	081008
GROX	081015
GROX	081048
GROX	081051
GROX	081059
GROX	081079
GROX	081097
GROX	081098
GROX	081112
GROX	081114
GROX	081119
GROX	081128
GROX	081160
GROX	081162
GROX	081164
GROX	081174
GROX	092100
GROX	092103
GROX	092104
GROX	092106
GROX	092109
GROX	092117
GROX	092118
GROX	092120
GROX	092121
GROX	092122
GROX	092132
GROX	092133
GROX	092141
GROX	092143
GROX	092147
GROX	092148
GROX	092165
GROX	092177
GROX	092179
NDYX	310497